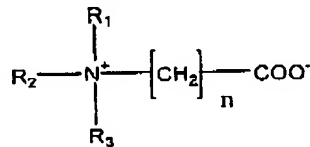


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AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A skin care composition comprising:
 - a) greater than 7% by weight of the composition of glycerine;
 - b) a vitamin B₃ compound;
 - c) a natural moisturising factor comprising aspartic acid, threonine, serine, glutamic acid, citrulline, proline, glycine, alanine, cysteine, valine, methionine, isoleucine, leucine, tyrosine, phenylalanine, tryptophan, lysine, ornithine, histidine, arginine, sodium-2-pyrrolidone-5-carboxylate, or mixtures thereof; and
 - d) a zwitterionic moisturising factor comprising a quaternary ammonium salt represented by the general formula:



wherein R₁, R₂, and R₃ are independently selected from -H, -CH₃, -CH₂CH₃, and -CH₂CH(OH)R₄, wherein R₄ is selected from -H, and CH₃ ~~[-CH₂CH(OH)R₄], wherein R₄ is selected from -H, and -CH₃];~~ and wherein n is an integer from 1 to 3.

2. (Original) The skin care composition according to claim 1 comprising from about 2% to about 5% by weight of the composition of vitamin B₃ compound.
3. (Original) The skin care composition according to claim 1 wherein the vitamin B₃ compound comprises niacinamide, nicotinic acid, tocopherol nicotinate and inositol hexanicotinate, or mixtures thereof.

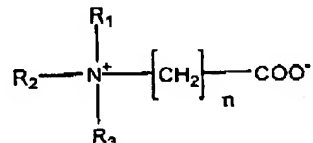
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4. (Original) The skin care composition according to claim 3, wherein the vitamin B₃ compound comprises niacinamide.
5. (Previously Presented) The skin care composition according to claim 1 comprising from about 0.1% to about 5% by weight of the composition of natural moisturising factor.
6. (Cancelled)
7. (Previously Presented) The skin care composition according to claim 1 wherein the zwitterionic moisturising factor comprises trimethylglycine.
8. (Original) The skin care composition according to claim 1 additionally comprising a silicone phase.
9. (Original) The skin care composition according to claim 1 further comprising from about 0.1% to about 5% thickening agent.
10. (Original) The skin care composition according to claim 9, wherein the thickening agent comprises carbomer, polyacrylamide, polyacrylates or mixtures thereof.
11. (Original) The skin care composition according to claim 10 wherein the thickening agent comprises sodium acrylate copolymer, polyacrylamide, isoparaffin, laureth-7 co-polymer or mixtures thereof.
12. (Currently Amended) A skin care composition comprising;
 - a) from about 10% to about 15% by weight of the composition of glycerine;
 - b) from about 2% to about 5% by weight of the composition of niacinamide;
 - c) from about 0.1% to about 0.3% by weight of the composition of a natural moisturising factor comprising glycine, alanine, proline, serine, threonine,

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arginine, lysine, glutamic acid, sodium-2-pyrrolidone-5-carboxylate, or mixtures thereof; and

- d) a zwitterionic moisturising factor comprising a quaternary ammonium salt represented by the general formula:



wherein R_1 , R_2 , and R_3 are independently selected from $-H$, $-CH_3$, $-CH_2CH_3$, and $-CH_2CH(OH)R_4$, wherein R_4 is selected from $-H$ and CH_3 ; ~~$-CH_2CH(OH)R_4$, wherein R_4 is selected from $-H$ and CH_3~~ ; and wherein n is an integer from 1 to 3.

13. (Previously Presented) The skin care composition according to claim 1 further comprising less than 7% of a humectant other than glycerine.
14. (Previously Presented) The skin care composition according to claim 13 wherein said humectant other than glycerine is selected from a group consisting of include polyhydric alcohols other than glycerine; guanidine; glycolic acid and glycolate salts; lactic acid and lactate salts; alpha hydroxy acids; aloe vera; hyaluronic acid, precursors and derivatives thereof; lactamide monoethanolamine; acetamide monoethanolamine; urea; and mixtures thereof.
15. (Previously Presented) The skin care composition according to claim 1 comprising greater than 15% by weight of the composition of glycerine.
16. (Previously Presented) The skin care composition according to claim 1 comprising greater than 25% by weight of the composition of glycerine.
17. (Previously Presented) A skin care composition comprising;
 - a) greater than 7% by weight of the composition of glycerine;

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- b) from about 2% to about 5% by weight of the composition of niacinamide;
 - c) from about 0.1% to about 0.3% by weight of the composition of a natural moisturising factor comprising glycine, alanine, proline, serine, threonine, arginine, lysine, glutamic acid, sodium-2-pyrrolidone-5-carboxylate, or mixtures thereof; and
 - d) less than 7% of a humectant other than glycerine.
18. (Previously Presented) The skin care composition according to claim 17 comprising greater than about 10% by weight of the composition of glycerine.